

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of GABUNGAN AQRS BERHAD (“**Company**”) to be held **virtually via live streaming** and online remote voting at the broadcast venue at The Function Room, G-58-3, Block G, Jalan Teknologi 3/9, Bistari ‘De’ Kota, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 16 June 2022 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.
[Please refer to Explanatory Note (1)]

2. To re-elect Dato’ Ow Chee Cheoon who retires by rotation in accordance with Clause 119 of the Company’s Constitution and being eligible, has offered himself for re-election.
Please refer to the Explanatory Note (2)

3. To re-elect the following Directors who retire in accordance with Clause 118 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
(i) Dato’ Kamishah binti Johan
(ii) Dato’ Muraly Daran A/L M Narayana Menon
(iii) Datuk Ir. Mohd Dom bin Ahmad
(iv) Puan Masleena binti Zaid
Please refer to the Explanatory Note (2)

4. To approve the payment for under provision of Director’s fees amounting to RM37,162 payable to Dato’ Kamishah binti Johan for the financial year ended 31 December 2021.
Please refer to the Explanatory Note (3)(i)

5. To approve the payment of Directors’ fees, payable on a monthly basis to the following Directors starting from 1 January 2022 and until the date of the next annual general meeting to be held in year 2023:-
Directors
(i) Y.M. Tunku Alizan bin Raja Muhammad Alias
(ii) Dato’ Kamishah binti Johan
Please refer to the Explanatory Note (3)(ii)

6. To approve the payment of Directors’ fees, payable on a monthly basis to the following Directors starting from 28 February 2022 and until the date of the next annual general meeting to be held in year 2023:-
Directors
(i) Dato’ Muraly Daran A/L M Narayana Menon
(ii) Datuk Ir. Mohd Dom bin Ahmad
(iii) Puan Masleena binti Zaid
Please refer to the Explanatory Note (3)(ii)

7. To approve the payment of Director’s fees to the following former Directors for their service rendered in the financial calendar year 2022:-
Directors
(i) Puan Latifah binti Abdul Latiff
(ii) Datuk Kamarudin bin Md. Ali
(iii) Mr Muk Sai Tat
Please refer to the Explanatory Note (3)(ii)

8. To approve the payment of Directors’ benefits (excluding Directors’ fees) up to an amount of RM48,000 from 17 June 2022 until the next Annual General Meeting of the Company in year 2023.
Please refer to the Explanatory Note (3)(iii)

9. To re-appoint Messrs. BDO PLT as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.
Please refer to the Explanatory Note (4)

Special Business

To consider and if thought fit, with or without modifications, to pass the following Ordinary Resolutions:-

10. **Ordinary Resolution**
Authority to Issue and Allot Shares pursuant to the Companies Act 2016
“THAT subject always to the Companies Act 2016, the Constitution of the Company, the approvals from Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors of the Company may in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being.
AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company;
AND FURTHER THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; **AND FURTHER THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company.”

Ordinary Resolution 18
Proposed Renewal of Authority for Share Buy-Back
“THAT, subject to Section 127 of the Companies Act 2016 (“Act”), the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem and expedient in the interest of the Company, provided that:-
(i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
(ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements of the Company (where applicable) available at the time of the purchase(s).
THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:-
(i) cancel all or part of the shares so purchased; and/or
(ii) retain all the shares so purchased as treasury shares; and/or
(iii) retain part of the shares so purchased as treasury shares and cancel the remainder; and/or
(iv) distribute the treasury shares as share dividends to the shareholders of the Company; and/or
(v) resell the treasury shares on the market of Bursa Securities in accordance with the relevant rules of Bursa Securities; and/or
(vi) transfer the treasury shares as purchase consideration; or in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.
THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:-
(i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
(ii) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
(iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;
whichever occurs first;-.
AND THAT the Board be and is hereby authorised to do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Authority for Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

12. To transact any other ordinary business for which due notice has been given.
- BY ORDER OF THE BOARD**
OOI LI ANN (SSM PC No.: 201908003060) (MAICSA 7065065)
CHUA SIEW CHUAN (SSM PC No.: 201908002648) (MAICSA 0777689)
TAN LEY THENG (SSM PC No.: 201908001685) (MAICSA 7030358)
Joint Company Secretaries
Selangor Darul Ehsan
29 April 2022

NOTES:-

- (1) The 12th AGM will be conducted on a virtual basis by way of live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities to be provided by SS E Solutions Sdn Bhd via Securities Services e-Portal’s platform at <https://sshsb.net.my/login.aspx>. Please read carefully and follow the procedures provided in the Administrative Guide in order to register, participate and vote remotely via the RPV facilities.
- (2) The Broadcast Venue, which is the main venue of the 12th AGM, is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 81 of the Company’s Constitution, which require the Chairman to be present at the main or venue of the 12th AGM. Members, proxies and/or corporate representatives will not be allowed to be physically present at the Broadcast Venue on the day of the 12th AGM. With the RPV facilities, the members, proxies and/or corporate representatives are strongly encouraged to exercise their rights to participate (including to pose questions to the Chairman, Board of Directors or Management) and vote at the 12th AGM. As guided by the Securities Commission Malaysia’s Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the 12th AGM via real time submission of typed texts through a text box within Securities Services e-Portal’s platform during the live streaming of the 12th AGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies and/or corporate representatives may email their questions to eservices@sshsb.com my during the 12th AGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be responded via broadcast by the Chairman, Board of Directors and/or Management during the Meeting.
- (3) In respect of deposited securities, only members whose names appear in the Record of Depositors as of 9 June 2022 shall be eligible to attend the Meeting or appoint proxies to attend and/or vote in his/her stead.
- (4) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. In the event the appointor is a corporation, the instrument appointing a proxy must be either under the appointor’s Common Seal or under the hand of its officer or attorney duly authorised.

- (5) A member of the Company entitled to attend and vote at the Meeting, may appoint more than one (1) proxy to attend and vote in his stead. When a member appoints more than one (1) proxy to attend and vote at the same meeting, such appointment shall be invalid unless the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to speak at the Meeting.
- (6) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (7) Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“**omnibus account**”) as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (8) The instrument appointing a proxy must be deposited at SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submitted electronically via Securities Services e-Portal at <https://sshsb.net.my/login.aspx> not later than forty-eight (48) hours before the time set for holding the 12th AGM or any adjournment thereof. The lodging of the Form of Proxy does not preclude a member from attending and voting remotely at the 12th AGM should he subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited to SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for holding the 12th AGM or any adjournment thereof, and you register for RPV as guided in the Administrative Guide. Please contact the poll administrator, SS E Solutions Sdn Bhd, at 03-2084 9000 for further assistance.

EXPLANATORY NOTES:

1. **Audited Financial Statements for the financial year ended 31 December 2021**
The Audited Financial Statements in Agenda 1 are meant for discussion purpose only, as the approval of the shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this agenda is not put forward for voting by shareholders.
2. **Re-election of Directors**
Dato’ Ow Chee Cheoon, who retires in accordance with Clause 119 of the Company’s Constitution, whereas Dato’ Kamishah binti Johan retires in accordance with Clause 118 of the Company’s Constitution (“**Retiring Directors**”) and being eligible, have offered themselves for re-election.
For the purpose of determining the eligibility of the Directors to stand for re-election at this 12th AGM and in line with Practice 5.1 of the revised Malaysian Code on Corporate Governance 2021, the Nomination Committee (“**NC**”) has reviewed and assessed the Retiring Directors from the annual assessment and evaluation of the Board for the FY2021, save for Dato’ Muraly Daran A/L M Narayana Menon, Datuk Ir. Mohd Dom bin Ahmad and Puan Masleena binti Zaid who were the newly appointed to the Board on 28 February 2022. The NC had recommended the re-election of Retiring Directors based on the following consideration:-
(i) satisfactory performance and have met Board’s expectation in discharging their duties and responsibilities;
(ii) met the criteria of character, experience, integrity, competence and time commitment in discharging their roles as directors of the Company;
(iii) level of independence demonstrated by the independent director; and
(iv) their ability to act in the best interest of the Company in decision-making.
The Board endorsed the recommendation of the NC on the re-election of the Retiring Directors.
The profiles of the Retiring Directors are stated in the Annual Report 2021 of the Company.
3. **Payment of Directors’ Fees and Benefits**
Section 230(1) of the Companies Act 2016 requires that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. The Executive Directors do not receive any fees as Directors, but they are remunerated with salary, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders. Besides, this is to facilitate payment of Directors’ fees on current financial year basis. In the event the Directors’ fees proposed is insufficient due to enlarged Board size, approval will be sought at the next AGM for additional fees to meet the shortfall. Pursuant thereto, shareholders’ approval will be sought at this AGM for the following payments:
(i) Payment of under provision of Director’s Fees for the financial year ended 31 December 2021 (“FYE 2021”)
This **Ordinary Resolution 16** if approved, will authorise the payment of the shortfall of Director’s fees amounting to RM37,162 for the financial year ended 31 December 2021. The amount of shortfall was accrued for the services rendered by Dato’ Kamishah binti Johan as a Non-Independent Non-Executive Director for the period from her appointment date on 12 August 2021 and up to 31 December 2021.
(ii) Payment of Directors’ Fees
The following are entitled to annual Directors’ Fees based on the following remuneration structure of the Non-Executive Directors (“**NEDs**”) with effect from 28 February 2022:

No.	Description	Before 28 February 2022 Per Month basis (RM)	After 28 February 2022 Per Month basis (RM)
1.	Chairman of the Board	15,000	12,000
2.	Non-Independent Non-Executive Director	8,000	8,000
3.	Independent Non-Executive Director (per person)	8,000	5,000

In line with the cost rationalisation, the Fees for the Chairman of the Board has been reduced by 20% and whereas for the Independent Non-Executive Directors have reduced 37.5% with effect from 28 February 2022.
Puan Latifah who has resigned as Independent Non-Executive Director of the Company on 10 January 2022, is entitled for Directors’ fees on pro rata basis for 10 days from 1 January 2022 until her resignation date.
Whereas, Datuk Kamarudin bin Md. Ali and Mr Muk Sai Tat have resigned as Independent Non-Executive Directors of the Company on 28 February 2022. Hence, they are entitled to annual Directors’ fees on pro-rata basis for 2-months period from 1 January 2022 to 28 February 2022.
Arising thereof, the total amount of Directors’ Fees payable to the NEDs is RM640,581.
(iii) Payment of Directors’ benefits (excluding Directors’ fees) from 17 June 2022 until the next Annual General Meeting of the Company in year 2023
Amount payable to the NEDs are only for the purpose of physical attendance for Board Committees Meeting. The estimated amount of Directors’ benefits of RM48,000 payable to the NEDs comprises the following:

Board Committee	Chairman (RM)	Members (RM)	Total (RM)
Audit Committee	1,000	500	16,000
Risk Management and Sustainability Committee	1,000	500	20,000
Nomination Committee	500	500	6,000
Remuneration Committee	500	500	6,000
TOTAL			48,000

Note:

- The Board Meeting allowance of RM1,000 per meeting has been cancelled thereof and the Board has approved the new meeting allowance structure as mentioned above with effect from 28 February 2022.
4. **Re-Appointment of Auditors**
The Board has at its meeting held on 28 February 2022 approved the recommendation by the Audit Committee on the re-appointment of Messrs. BDO PLT as Auditors of the Company, having considered several factors including the adequacy of experience and resources of the firm and the professional staff assigned to the audit. The shareholders’ approval is sought under **Ordinary Resolution 16**.
5. **Explanatory Notes on Special Business**
Ordinary Resolution 17 - Authority to issue and allot shares pursuant to the Companies Act 2016
The **Ordinary Resolution 17** is for the purpose of seeking a renewal of the general mandate given to the Directors of the Company to issue and allot shares as approved by the shareholders at the Eleventh AGM of the Company (“**Previous Mandate**”).
Ordinary Resolution 17, if passed, will empower the Directors of the Company pursuant to the Act, from the date of the Twelfth AGM of the Company, to issue and allot shares in the Company at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being. The general mandate, unless revoked or varied at general meeting, will expire at the next AGM of the Company. The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding future investment(s), project(s), working capital and/or acquisition(s). On 25 February 2021, the Company had announced its proposal to undertake a private placement exercise (“**Placement Exercise**”) to place such number of new ordinary shares approximately 10% of the total number of issued shares of the Company (excluding treasury shares) pursuant to the Previous Mandate. On 5 April 2021, the Company completed the said private placement by the issuance of 49,342,852 new ordinary shares in the capital of the Company at an issue price of RM0.6111 per share. Details of proceeds raised from the Placement Exercise and its utilisation are disclosed in the section of Additional Compliance Information Disclosures in the Annual Report.
Ordinary Resolution 18 - Proposed Renewal of Authority for Share Buy-Back
The **Ordinary Resolution 18**, if passed, will renew the authority given to the Company to purchase its own shares of up to ten per centum (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company. The details of the proposal are set out in Section B of the Statement Accompanying Notice of AGM of this Annual Report.